



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

STEAM CORPORATION OF AMERICA

a corporation duly organized and existing under the laws of **Nevada** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **2nd** day of **July**

19 73, a properly authenticated copy of its articles of incorporation, and on the **2nd** day of **July** **19 73**, a designation of **E. Don Copple** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **July**

A.D., 19

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

OFFICE OF
WM. D. SWACKHAMER
SECRETARY OF STATE



DEPARTMENT OF STATE

I, Wm. D. Swackhamer, the duly qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original certificate of Amendment of Articles of Incorporation of

ESCALANTE SILVER MINING CORPORATION

changing name to

STEAM CORPORATION OF AMERICA

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 20TH day of JUNE, A. D., 19 73

Secretary of State

By

Deputy

CERTIFICATE OF FIRST AMENDED
ARTICLES OF INCORPORATION
OF
ESCALANTE SILVER MINING CORPORATION

DEC - 8 1971

JOHN KOONTZ - SECRETARY OF STATE

John Koontz
No. 918-77

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Nevada Business Corporation Act, there having been no stock issued by such corporation since its initial incorporation, adopt the following First Amended Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

STEAM CORPORATION OF AMERICA

SECOND: The corporation shall exist in perpetuity unless it is otherwise terminated by law or by the voluntary action of the stockholders.

THIRD: The purposes for which the corporation is organized are as follows:

To purchase, locate, lease, or otherwise acquire, mines, mining claims, mining rights, geothermal steam and energy rights, and lands and any interest therein, and explore, work, exercise, develop, and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, and prepare for market, ore metal and mineral substances of all kinds, and to carry on any other operations or business which may seem necessary, convenient, or incidental to any of the objects of the company; to buy, sell, manufacture, and deal in minerals, plants, machinery, implements, conveniences, provisions, geothermal steam and energy, and things capable of being used in connection with the mining or other operations of this corporation, or required by workmen and others employed by the company; to construct, carry out, maintain, improve, manage, work, control, and superintend, any roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem necessary, convenient, or incidental to any object of the company and to contribute to subsidize, or otherwise aid or take part in any such

operations.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy-rights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with and of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by the state, territory, province, municipality or other political sub-division or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To guarantee the indebtedness of any person or corporation.

To borrow or raise moneys for any of the purposes of the corporation, and from time to time without limit as to amount, to

draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds, or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Nevada upon corporations formed under the General Corporation Law of the State of Nevada, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of First Amended Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses

of this Article shall be regarded as independent objects and purposes.

FOURTH: The aggregate number of shares which this corporation shall have authority to issue is 4,000,000 shares of common stock of five cents (5¢) per share par value. The stock of the corporation shall be non-assessable. Stockholders shall have no preemptive right to acquire unissued or treasury shares of the corporation's capital stock.

FIFTH: The general management of this corporation shall rest with the Board of Directors and such Board of Directors shall consist of not less than three in number. The Board of Directors is, and shall be, authorized to transact the business and exercise the corporate powers of the corporation.

To be qualified, a Director need not have standing in his own name upon the books of the corporation, any shares of capital stock.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

To make, alter, amend and/or repeal the By-Laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board to designate one or more committees, such committee to consist of two or more of the Directors of the corporation, which to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporation, as its Board of Directors shall deem expedient and for the best interest of the corporation.

SIXTH: Meetings of the Board of Directors for the transaction of any business of the corporation may be held at its principal place of business in the State of Nevada or at such other places outside of this state or elsewhere within the state, other than its principal place of business, as the Directors may by resolution or By-Laws determine.

The Board of Directors may establish stated meetings to be held in Reno, Nevada, or elsewhere, at such times and at such places as it may determine, and after due notice to each member of the Board of Directors of the establishment of the time and place of such stated meetings, no further notice need be given of such meetings.

At least a majority of the members of the Board of Directors shall constitute a quorum, and such quorum by majority vote, is authorized to transact the business and exercise the corporate powers of the corporation.

A resolution in writing and signed by all of the members of the Board of Directors shall be and constitute action by the Board of Directors to the effect therein expressed, with the same force and effect as though such resolution had been adopted at a duly convened meeting, and it shall be the duty of the Secretary to record such resolution in the minutes of the corporation under the proper date.

SEVENTH: The initial Board of Directors of the corporation shall consist of five persons, whose names and addresses are as follows,

and who shall serve until the first annual meeting of shareholders, or until their successors shall be elected and qualified:

Maxie L. Anderson	1500 Rio Grande Drive Albuquerque, New Mexico
Samuel S. Arentz	1800 Orchard Drive Salt Lake City, Utah
Kent Shearer	1332 Harvard Avenue Salt Lake City, Utah
R. R. Roger	P.O. Box 1031 Albuquerque, New Mexico
Cecil Fitch, Jr.	Eureka, Utah

EIGHTH: At all elections of Directors of the corporation, each stockholder of record shall be entitled to one vote for every share of stock standing in his name on the books of the corporation.

NINTH: The corporation by resolution of its Board of Directors shall have the right to purchase and own its own shares of stock.

TENTH: The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

ELEVENTH: The corporation may enter into any kind of contract, or agreement, cooperative, or profit sharing plan, with its officers or employees, that the Directors may deem advantageous or expedient, or otherwise, to reward or pay persons for their services, as the Directors may deem fit.

TWELFTH: The Board of Directors of the corporation may from time to time declare, and the corporation may pay dividends on its outstanding shares in cash, property or its own shares.

THIRTEENTH: No contract or transaction entered into by the corporation shall be affected by the fact that a Director or officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director discloses his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of the quorum of Directors present.

FOURTEENTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any Director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership, or corporation pecuniarily or otherwise interested therein; any Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect, as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

FIFTEENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this first amended certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights, conferred upon stockholders herein, are granted subject to this reservation.

SIXTEENTH: The place of the general business of this corporation shall be at Reno, in the County of Washoe and State of Nevada, and branch places of business may be established at other places in the State of Nevada, or elsewhere, in this or any other country as the Directors may from time to time provide.

The resident agent of the corporation is Agency Incorporating Trust Company, Suite 1, 180 West First Street, Reno, Nevada, and the resident office of the corporation is Suite 1, 180 West First Street, Reno, Nevada.

SEVENTEENTH: The name and address of each incorporator is as follows:

Samuel S. Arentz

1800 Orchard Drive
Salt Lake City, Utah

Richard J. Carling

1075 Alton Way
Salt Lake City, Utah

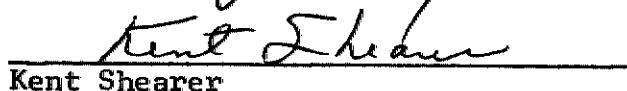
Kent Shearer

1332 Harvard Avenue
Salt Lake City, Utah

IN WITNESS WHEREOF, the undersigned incorporators have
hereunto set their hands and seals this 2nd day of November, 1971.


Samuel S. Arentz


Richard J. Carling


Kent Shearer

STATE OF UTAH)
COUNTY OF SALT LAKE) SS

I, Marion E. Saunders, a Notary Public, hereby
certify that on the 2nd day of November, 1971, personally appeared
before me SAMUEL S. ARENTZ, RICHARD J. CARLING, and KENT SHEARER, who
being by me first duly sworn, severally declared that they are the
persons who signed the foregoing document as incorporators, and that
the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 2nd day of November, 1971.

Marion E. Saunders
Notary Public

Residing: Salt Lake City, Utah

My Commission Expires:

April 5, 1972

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

ESCALANTE SILVER MINING CORPORATION

FILED AT THE REQUEST OF

Hawkins
P. O. Box 750
Reno, Nevada 89504

December 8, 1971

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

[Signature]
(BY) DEPUTY SECRETARY OF STATE

NO. 918-71

FILING FEE \$ 50.00

OFFICE OF
WM. D. SWACKHAMER
SECRETARY OF STATE



DEPARTMENT OF STATE

I, Wm. D. Swackhamer, the duly qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

ESCALANTE SILVER MINING CORPORATION

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 20TH day of JUNE, A. D., 1973

Secretary of State

By

Deputy

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 14 1971

JOHN KOONTZ, SECRETARY OF STATE

John Koontz
No. 918-71

ARTICLES OF INCORPORATION

OF

ESCALANTE SILVER MINING CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Nevada Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

ESCALANTE SILVER MINING CORPORATION

SECOND: This corporation shall exist in perpetuity unless it is otherwise terminated by law or by the voluntary action of the stockholders.

THIRD: The purposes for which the corporation is organized are as follows:

To purchase, locate, lease, or otherwise acquire, mines, mining claims, mining rights, and lands and any interest therein, and explore, work, exercise, develop, and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, and prepare for market, ore metal and mineral substances of all kinds, and to carry on any other operations or business which may seem necessary, convenient, or incidental to any of the objects of the company; to buy, sell manufacture, and deal in minerals, plants, machinery, implements, conveniences, provisions, and things capable of being used in connection with the mining or other operations of this corporation, or required by workmen and others employed by the company; to construct, carry out, maintain, improve, manage, work, control, and superintend, any roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, mills, crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem necessary, convenient, or incidental to any object of the company and to contribute to subsidize, or otherwise aid or take part in any such operations.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy-rights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with and of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by the state, territory, province, municipality or other political sub-division or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To guarantee the indebtedness of any person or corporation.

To borrow or raise moneys for any of the purposes of the corporation, and from time to time without limit as to amount, to

draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds, or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, district, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Nevada upon corporations formed under the General Corporation Law of the State of Nevada, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the

terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH: The aggregate number of shares which this corporation shall have authority to issue is 2,000,000 shares of common stock of one cent (1¢) per share par value. The stock of the corporation shall be non-assessable.

FIFTH: The general management of this corporation shall rest with the Board of Directors and such Board of Directors shall consist of not less than three in number. The Board of Directors is, and shall be, authorized to transact the business and exercise the corporate powers of the corporation.

To be qualified, a Director need not have standing in his own name upon the books of the corporation, any shares of capital stock.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized: To make, alter, amend and/or repeal the By-Laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board to designate one or more committees, such committee to consist of two or more of the directors of the corporation, which to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the

By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interest of the corporation.

SIXTH: Meetings of the Board of Directors for the transaction of any business of the corporation may be held at its principal place of business in the State of Nevada or at such other places outside of this state or elsewhere within the state, other than its principal place of business, as the Directors may by resolution or By-Laws determine.

The Board of Directors may establish stated meetings to be held in Reno, Nevada, or elsewhere at such times and at such places as it may determine, and after due notice to each member of the Board of Directors of the establishment of the time and place of such stated meetings, no further notice need be given of such meetings.

At least a majority of the members of the Board of Directors shall constitute a quorum, and such quorum by majority vote, is authorized to transact the business and exercise the corporate powers of the corporation.

A resolution in writing and signed by all of the members of the Board of Directors shall be and constitute action by the Board of Directors to the effect therein expressed, with the same force and effect as though such resolution had been adopted at a duly convened meeting, and it shall be the duty of the Secretary

to record each such resolution in the minutes of the corporation under the proper date.

SEVENTH: The initial Board of Directors of the corporation shall consist of five persons, whose names and addresses are as follows, and who shall serve until the first annual meeting of shareholders, or until their successors shall be elected and qualified:

Maxie L. Anderson	1500 Rio Grande Drive Albuquerque, New Mexico
Samuel S. Arentz	1800 Orchard Drive Salt Lake City, Utah
Kent Shearer	1332 Harvard Avenue Salt Lake City, Utah
R. R. Roger	P.O. Box 1031 Albuquerque, New Mexico
Cecil Fitch, Jr.	Eureka, Utah

EIGHTH: At all elections of Directors of the corporation, each stockholder of record shall be entitled to one vote for every share of stock standing in his name on the books of the corporation.

NINTH: The corporation by resolution of its Board of Directors shall have the right to purchase and own its own shares of stock.

TENTH: The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

ELEVENTH: The corporation may enter into any kind of contract, or agreement, cooperative, or profit sharing plan, with its officers or employees, that the directors may deem advantageous or expedient, or otherwise, to reward or pay persons for their services, as the Directors may deem fit.

TWELFTH: The Board of Directors of the corporation may from time to time declare, and the corporation may pay dividends on its outstanding shares in cash, property or its own shares.

THIRTEENTH: No contract or transaction entered into by the corporation shall be affected by the fact that a Director or

Officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director discloses his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of the quorum of Directors present.

FOURTEENTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any Director or Officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership, or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect, as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

FIFTEENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights, conferred upon stockholders herein, are granted subject to this reservation.

SIXTEENTH: The place of the general business of this corporation shall be at Reno, in the County of Washoe and State of Nevada, and branch places of business may be established at other places in the State of Nevada, or elsewhere in this or any other country as the directors may from time to time provide.

The resident agent of the corporation is Agency Incorporating Trust Company, Suite 1, 180 West First Street, Reno, Nevada,

and the resident office of the corporation is Suite 1, 180 West First Street, Reno, Nevada.

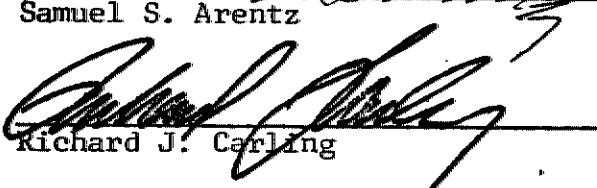
SEVENTEENTH: The name and address of each incorporator is as follows:

Samuel S. Arentz	1800 Orchard Drive Salt Lake City, Utah
Richard J. Carling	523 Douglas Street Salt Lake City, Utah
Kent Shearer	1332 Harvard Avenue Salt Lake City, Utah

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals this 6th day of April, 1971.



Samuel S. Arentz



Richard J. Carling

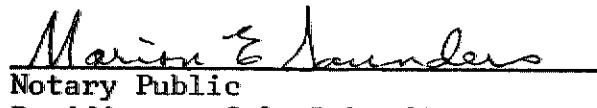


Kent Shearer

STATE OF UTAH)
COUNTY OF SALT LAKE) ss.

I, Marion E. Saunders, a Notary Public, hereby certify that on the 6th day of April, 1971, personally appeared before me SAMUEL S. ARENTZ, RICHARD J. CARLING, and KENT SHEARER, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of April, 1971.



Marion E. Saunders
Notary Public
Residing at Salt Lake City, Utah

My Commission Expires:

April 5, 1972

ARTICLES OF INCORPORATION

OF

ESCALANTE SILVER MINING CORPORATION

FILED AT THE REQUEST OF

HAWKINS, RHODES, & HAWKINS, ATTYS.

180 W. FIRST ST., RENO, NEV.

April 14, 1971

(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No. 918-71

FILING FEE \$ 25.00